

SEACOAST BANKING CORP OF FLORIDA  
 Form 4  
 October 03, 2014

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSTEIN ROBERT**

2. Issuer Name and Ticker or Trading Symbol  
**SEACOAST BANKING CORP OF FLORIDA [SBCF]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/01/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 See Remarks

C/O CAPGEN CAPITAL GROUP III LP, 120 WEST 45TH STREET, SUITE 1010

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10036

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.10 per share	10/01/2014		A	2,488,292	A (1) 7,958,382	I (2) (3) (4)	See footnote.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSTEIN ROBERT C/O CAPGEN CAPITAL GROUP III LP 120 WEST 45TH STREET, SUITE 1010 NEW YORK, NY 10036	X	X		See Remarks
CapGen Capital Group III LLC 120 WEST 45TH STREET, SUITE 1010 NEW YORK, NY 10036	X	X		
CapGen Capital Group III LP 120 WEST 45TH STREET, SUITE 1010 NEW YORK, NY 10036	X	X		
Ludwig Eugene 120 WEST 45TH STREET, SUITE 1010 NEW YORK, NY 10036	X	X		

## Signatures

/s/ Robert B. Goldstein	10/03/2014
_____ **Signature of Reporting Person	Date
/s/ Eugene A. Ludwig	10/03/2014
_____ **Signature of Reporting Person	Date
/s/ Eugene A. Ludwig, the managing member of CapGen Capital Group III LLC, the general partner of CapGen Capital Group III LP	10/03/2014
_____ **Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

In connection with the merger (the "Merger") of The BANKshares, Inc. with and into the Issuer on October 1, 2014, pursuant to the Agreement and Plan of Merger, dated April 24, 2014, between the Issuer, The BANKshares, Inc., and BankFIRST, CapGen Capital Group III LP ("CapGen III") received 2,488,292 shares of Common Stock, in exchange for the aggregate number of shares of the BANKshares, Inc. common stock held by CapGen III as of the consummation of the Merger. On October 1, 2014, the effective date of the Merger, the closing price of the Common Stock was \$10.97 per share.

(1) CapGen Capital Group III LLC ("CapGen LLC") is the sole general partner of CapGen III. Mr. Eugene A. Ludwig is the managing member of CapGen LLC. As the sole general partner of CapGen III, CapGen LLC may be deemed to be the indirect beneficial owner of the shares of Common Stock on this row under Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, CapGen LLC disclaims that it is the beneficial owner of such shares, except to the extent of its pecuniary interest.

As the managing member of CapGen LLC, Mr. Ludwig may be deemed to be the indirect beneficial owner of the shares of Common Stock under Rule 16a-1(a)(2) promulgated under the Exchange Act. As a principal member and member of the investment committee of (2) CapGen LLC, the general partner of CapGen III, Mr. Goldstein may be deemed to be the indirect beneficial owner of such shares under Rule 16a-1(a)(2) promulgated under the Exchange Act. Pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, each of Mr. Ludwig and Mr. Goldstein disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest.

(3) Includes 335 shares held by Mr. Goldstein directly and 7,958,382 shares held by CapGen III.

### Remarks:

CapGen LP III, CapGen LLC and Mr. Ludwig disclaim their status as directors by deputization by virtue of Mr. Goldstein's po

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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